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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 Debtor.

**DECLARATION OF
 PAM ROBINSON WITH RESPECT TO
 MOTION FOR ORDER
 ENFORCING CONFIRMATION ORDER
 AND DETERMINING NO SURVIVING
 SECTION 3 RIGHT EXISTS WITH
 RESPECT TO THE FIESTA
 OAK VALLEY LOAN**

In re:
 USA SECURITIES, LLC,
 Debtor.

Date: May 11, 2007
 Time: 9:30 a.m.

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

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<input type="checkbox"/> USA Securities, LLC	
<input type="checkbox"/> USA Capital Realty Advisors, LLC	
<input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC	
<input type="checkbox"/> USA First Trust Deed Fund, LLC	

I, PAM ROBINSON, hereby declare under penalty of perjury that the following is true and correct:

1. I am over 18 years of age, and I have personal knowledge of each of the facts stated in this declaration ("Declaration"), except where otherwise indicated below. If called as a witness, I could and would testify as to the matters set forth below based upon my personal knowledge, except where otherwise indicated below.

2. I am a Senior Commercial-Industrial Escrow Officer for Orange Coast Title Company ("OC Title") with offices located at 3536 Concourses Drive #120, Ontario, California, and am competent to testify with respect to the matters recited herein.

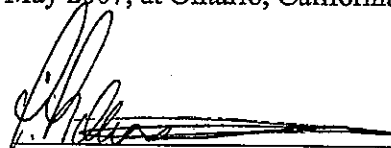
3. I submit this declaration in conjunction with the motion (the "Compass Motion"), dated March 30, 2007, of Compass Financial Partners LLC, a Nevada limited liability company, an affiliate of Compass USA SPE LLC, a Delaware limited liability company (together, "Compass") for an order enforcing paragraph 14 of the Order Confirming the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan"), entered January 8, 2007 (the "Confirmation Order"), and determining no Surviving Section 3 Right (as such term is defined in the Confirmation Order) exists or is exercisable with respect to the loan commonly referred to as "Fiesta Oak Valley" (the "Loan"). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Compass Motion.

4. On April 24, 2007, \$12,361,481.82 (the "Cumulative Call Price") was wired to OC Title along with an instruction letter (the "OC Instruction Letter") directing OC Title to disburse to the Direct Lenders in the Loan, as identified in the OC Instruction Letter, the payoff amount as set forth in the OC Instruction Letter upon OC Title's receipt of an executed and recordable Assignment of Interests in Deeds of Trust (an "Assignment") from the assigning Direct Lender.

5. Set forth on initialed Exhibit "A" hereto is a list of each Direct Lender from whom OC Title has already received an executed Assignment.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

EXECUTED this 10th day of May 2007, at Ontario, California.


Pam Robinson

5/10-07

Exhibit A: Fiesta Oak Valley Direct Lenders - Executed Assignments

Legal Vesting	UPB	Accrued Interest	Payoff	% UPB
First Savings Bank Custodian For Lynn Feitery IRA	\$ 125,000.00	\$ 27,092.36	\$152,092.36	0.61%
First Savings Bank Custodian For Edward Burgess IRA	\$ 130,000.00	\$ 44,628.89	\$174,628.89	0.63%
First Savings Bank Custodian For Lamberto Eugenio IRA	\$ 100,000.00	\$ 18,054.60	\$118,054.60	0.49%
Robert L. Aligier & Donna L. Aligier Trustees of the R. L. Aligier Family Trust dated 10/4/97	\$ 105,000.00	\$ 36,046.41	\$141,046.41	0.51%
Sierra Eye Associates Profit Sharing Plan	\$ 100,000.00	\$ 17,899.43	\$117,899.43	0.49%
William T. McHugh	\$ 190,000.00	\$ 34,008.84	\$224,008.84	0.93%
Ruth A. Kuester Trustee of the Ruth A. Kuester Trust dated 1/29/91	\$ 125,000.00	\$ 21,016.95	\$146,016.95	0.59%
Marshall J. Brecht & Janet L. Brecht Trustees of the Marshall J. Brecht Trust dated 2/5/88	\$ 115,000.00	\$ 40,287.40	\$155,287.40	0.61%
Daryl D. Thompson Trustee of the Thompson 1983 Trust dated 4/26/93	\$ 550,000.00	\$ 98,446.54	\$648,446.54	2.68%
Howard C. Saylor & Phyllis L. Saylor Trustees of the Saylor Family Trust dated 9/2/98	\$ 75,000.00	\$ 21,493.14	\$96,493.14	0.37%
Perfman Investment Partners, L.P., a California limited partnership	\$ 150,000.00	\$ 28,623.98	\$178,623.98	0.73%
Deane Albright & Casey Persing Trustees of the Albright Persing & Associates Profit Sharing Plan	\$ 100,000.00	\$ 34,329.91	\$134,329.91	0.49%
Larry L. Rieger & Patsy R. Rieger Trustees of the Larry L. Rieger & Patsy R. Rieger Revocable Trust dated 8/14/91	\$ 100,000.00	\$ 34,329.91	\$134,329.91	0.49%
Monighetti, Inc., a Nevada corporation	\$ 100,000.00	\$ 14,240.40	\$114,240.40	0.29%
Arthur E. Moore, an unmarried man	\$ 60,000.00	\$ 34,329.91	\$94,329.91	0.49%
Herbert Slovis, a single man & Julie B. Slovis, a single woman as joint tenants with right of survivorship	\$ 90,000.00	\$ 30,896.92	\$120,896.92	0.44%
Nicholas Perrone Trustee of the Nicholas Perrone Trust dated 7/12/89	\$ 125,000.00	\$ 42,912.40	\$167,912.40	0.61%
Robert S. Speckert Trustee of the Robert S. Speckert Rev. Living Trust dated 8/11/92	\$ 100,000.00	\$ 34,329.91	\$134,329.91	0.49%
Rogio C. Madimbayan, a single man	\$ 75,000.00	\$ 25,747.44	\$100,747.44	0.37%
Robert A. Susskind, an unmarried man	\$ 62,000.00	\$ 11,087.53	\$73,087.53	0.30%
First Savings Bank Custodian For Carmen G. McColly IRA	\$ 180,000.00	\$ 39,798.76	\$219,798.76	0.89%
Leland K. Swanson Trustee of the Alvin M. Swanson & Grace E. Swanson Living Trust dated 7/26/01	\$ 87,000.00	\$ 15,572.39	\$102,572.39	0.42%
Bill Penn & Lisa Penn Trustees of the Penn Family Trust dated 1/20/90	\$ 120,000.00	\$ 41,195.90	\$161,195.90	0.59%
Robert D. Phillips, an unmarried man	\$ 100,000.00	\$ 17,899.43	\$117,899.43	0.49%
David L. Zwart & Cara D. Zwart, husband & wife, as joint tenants with right of survivorship	\$ 100,000.00	\$ 34,329.91	\$134,329.91	0.49%
Rachel Riehle, an unmarried woman	\$ 250,000.00	\$ 44,748.43	\$294,748.43	1.22%
Judith L. Fountain Trustee of the Judith L. Fountain Irrevocable Trust dated 08/26/97	\$ 500,000.00	\$ 171,649.58	\$671,649.58	2.44%
Rodney J. Arbogast & Donna Arbogast Trustees of the Arbogast Family Trust	\$ 60,000.00	\$ 10,739.58	\$70,739.58	0.29%
Tonlie S. Ford, an unmarried woman	\$ 50,000.00	\$ 8,949.87	\$58,949.87	0.24%
Randi E. McHugh	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
John M. Luongo & Gloria Luongo, husband & wife, as joint tenants with right of survivorship payable on death to Stephanie Luongo	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
J V Marrone Trustee for the benefit of The J V Marrone Revocable Trust dated 12/12/95	\$ 50,000.00	\$ 16,672.89	\$66,672.89	0.24%
Eric S. Perfman, an unmarried man	\$ 50,000.00	\$ 15,277.35	\$65,277.35	0.24%
Ronald K. Montecano Trustee for the benefit of The Underpass Trust	\$ 50,000.00	\$ 9,647.78	\$59,647.78	0.24%
Glenn B. Davis & Bernice S. Davis Trustees of the Davis Revocable Living Trust UA 7/06/88	\$ 50,000.00	\$ 24,224.68	\$74,224.68	0.24%
Cynthia G. Davis Trustee of the Cynthia G. Davis Living Trust	\$ 50,000.00	\$ 8,949.87	\$58,949.87	0.24%
Annie Onayee & Stanley Onayee Trustees of the Onayee 1990 Trust	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Thalia Nicholas Routsis Trustee of the Thalia Routsis Family Trust dated 7/24/90	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Joseph N. Rizzuto & Dorothy Rizzuto Trustees of the Joseph N. Rizzuto Family Trust dated 4/24/88	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Arthur E. Kobbie & Thelma M. Kobbie Trustees of the Arthur E. Kobbie & Thelma M. Kobbie Family Trust dated 5/19/91	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Douglas Minter & Elizabeth F. Minter Trustees of the Minter Family 1994 Trust	\$ 50,000.00	\$ 10,279.28	\$60,279.28	0.24%
William Bolding & Carolyn Bolding, husband & wife, as joint tenants with right of survivorship	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Connie Mihos & Ivan Loebis, wife & husband, as joint tenants with right of survivorship	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Charles Lebron Parker & Mary Jane Parker, husband & wife, as joint tenants with right of survivorship	\$ 50,000.00	\$ 8,949.87	\$58,949.87	0.24%
First Savings Bank Custodian For Bobbie Marrs IRA	\$ 50,000.00	\$ 11,105.89	\$61,105.89	0.24%
Barbara Reiss Miller Trustee of the Barbara Reiss Miller Revocable Living Trust dated 2/4/03	\$ 55,000.00	\$ 18,881.45	\$73,881.45	0.27%
Bay Area Capital, LLC, an Oregon limited liability company	\$ 50,000.00	\$ 9,455.23	\$59,455.23	0.24%
James C. Still, a married man dealing with his sole & separate property	\$ 50,000.00	\$ 11,721.11	\$61,721.11	0.24%
David M. Thatcher, a single man	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Marlin L. Manning, a married man dealing with his sole & separate property	\$ 50,000.00	\$ 12,407.81	\$62,407.81	0.24%
First Savings Bank Custodian For Harvey Alderson IRA	\$ 50,000.00	\$ 13,773.31	\$63,773.31	0.24%
James W. Forsythe & Earlene M. Forsythe, husband & wife, as joint tenants with right of survivorship	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Joseph Sterling & Theresa Sterling Trustees of the Sterling Family Trust dated 6/14/02	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Dale J. McMullan Trustee of the McMullan Living Trust dated 8/19/94	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Tracy A. DeBerry, an unmarried man	\$ 55,000.00	\$ 9,844.72	\$64,844.72	0.27%
Kenneth R. Greene & N. Dean Greene, husband & wife, as joint tenants with right of survivorship	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
First Savings Bank Custodian For Martin W. McColly IRA	\$ 50,000.00	\$ 9,042.48	\$59,042.48	0.24%
Benedict E. Urban & Roselyn N. Urban Trustees of The Benedict E. Urban & Roselyn N. Urban Family Trust dated 2/3/04	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
David Rosner Trustee of the David Rosner Revocable Trust dated 6/10/92/2005	\$ 50,000.00	\$ 15,100.65	\$65,100.65	0.24%
Sidney L. Larson & Ruth Ann Larson Trustees of the Larson Family Trust dated 6/19/94	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Suzanne M. Halvorson Trustee of the Suzanne M. Halvorson Trust dated 3/21/03	\$ 125,000.00	\$ 42,912.40	\$167,912.40	0.61%
Byrne E. Falke Sr. Trustee of the Village Hardware Pension Trust				

P.R. 5-10-07

Exhibit A: Fiesta Oak Valley Direct Lenders - Executed Assignments

Legal Vesting	UPB	Accrued Interest	Payoff	% UPB
Judy A. Bonnet, an unmarried woman	\$ 100,000.00	\$ 23,663.26	\$123,663.26	0.49%
Bert E. Arnlund Trustee of the Bert E. Arnlund Charitable Remainder Unitrust dated 12/31/01	\$ 100,000.00	\$ 34,329.91	\$134,329.91	0.49%
Daniel K. Fix & Barbara J. Fix Trustees of the Daniel K. Fix & Barbara J. Fix Family Trust	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
Alan R. Simons & Judith B. Simons, husband & wife, as joint tenants with right of survivorship	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
K. Ken Kaneda & Brigitte Arend-Kaneda Trustees of the Kaneda Living Trust dated 6/30/02	\$ 50,000.00	\$ 8,949.67	\$58,949.67	0.24%
Edward H. Kim, an unmarried man	\$ 50,000.00	\$ 17,164.96	\$67,164.96	0.24%
B.E.A. Family, Inc., a Nevada corporation	\$ 6,259,000.00	\$ 1,695,569.26	\$ 7,954,569.26	30.53%

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